

EXHIBIT 2

HUDSON COOK, LLP

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Proposed Special Counsel to the Debtors

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:) Chapter 11
)
RESIDENTIAL CAPITAL, LLC, *et al.*) Case No. 12-12020 (MG)
) Jointly Administered
)

**DECLARATION OF DANA FREDERICK CLARKE IN SUPPORT OF
DEBTORS' APPLICATION FOR AN ORDER AUTHORIZING
THE EMPLOYMENT AND RETENTION OF HUDSON COOK, LLP
AS SPECIAL COUNSEL TO THE DEBTORS**

DANA FREDERICK CLARKE, under penalty of perjury, states as follows:

1. This Declaration is being submitted in support of the Application of the above-captioned debtors (the “**Debtors**”) for Entry of an Order Authorizing the Employment and Retention of Hudson Cook, LLP as Special Counsel to the Debtors (the “**Application**”).
2. I am a partner in the law firm of Hudson Cook, LLP (“**Hudson Cook**”). I make this Declaration pursuant to §§ 327, 328, 329 and 504 of title 11 of the United States Code (the “**Bankruptcy Code**”), and Rules 2014 and 2016(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Local Rule 2014-1 of the Local Rules of the United States Bankruptcy Court for the Southern District of New York (the “**Local Rules**”).
3. I am generally familiar with the business of the law firm of Hudson Cook and have made inquiry concerning the facts set forth herein prior to making this Declaration.

THE SCOPE OF HUDSON COOK'S SERVICES

4. Hudson Cook is providing legal services in connection with the Foreclosure Review pursuant to Section 3 of the Consent Order of the Board of Governors of the Federal Reserve System and the Federal Deposit Insurance Corporation, dated April 13, 2011.

5. The Foreclosure Review requires PwC to review designated loan files, currently totaling in excess of 17,000 loan files, under six operational “workstreams.” Hudson Cook has been retained to provide legal assistance primarily with respect to the following workstreams:

- State Law Workstream– The state law workstream requires the Foreclosure Review professionals to determine whether any state laws were violated in the foreclosure or sale associated with each file;
- Standing Workstream – The standing workstream involves an analysis of whether the Debtors had standing to conduct the relevant foreclosure;
- Fees Workstream – the fees workstream involves analyzing whether the Debtors charged borrowers impermissible fees in connection with a foreclosure proceeding;
- Servicemembers Civil Relief Act (“SCRA”) Workstream – the SCRA workstream entails an analysis of whether the Debtors violated the SCRA in conducting a foreclosure by, for instance, foreclosing while a servicemember was on active duty;

Hudson Cook is providing legal assistance to PwC, as independent consultant under the Consent Order.

6. Pursuant to its engagement letter with the GMAC Mortgage and AFI, Hudson Cook has agreed to utilize on a regular basis certain of its attorneys, who have assigned responsibilities for particular state laws, in connection with the state law review portions of the Foreclosure Review. Further, Hudson Cook will utilize on a regular basis additional attorneys, who have assigned responsibilities for particular federal laws, in connection with the federal law review portions of the Foreclosure Review.

7. By virtue of Hudson Cook’s prior involvement and ongoing engagement by GMAC Mortgage, LLC (“GMAC Mortgage”) and Ally Financial Inc. (“AFI”), Hudson Cook is familiar with the facts, issues and processes involved in the Foreclosure Review.

HUDSON COOK'S PROCEDURES

8. In preparing this Declaration, I utilized a set of procedures established by Hudson Cook to ensure compliance with the Bankruptcy Code and the Bankruptcy Rules regarding the employment of professionals by a debtor-in-possession under the Bankruptcy Code.

9. In that connection, I caused to be submitted the names of significant parties-in-interest in these cases that are known to me after inquiry for review under the conflict check system maintained by Hudson Cook. Using information provided by the Debtors, I compared the names of the Debtors, their affiliates and subsidiaries, and potential parties-in-interest, including but not limited to the top 50 unsecured creditors on a consolidated basis, directors and officers, servicing agreement counterparties, bondholders and insurers, to the names that Hudson Cook has compiled into its conflict check system and adverse party index. A list of the parties reviewed is attached to this Declaration as **Exhibit 1**.

10. Hudson Cook maintains and systematically updates this conflict check system in the regular course of its business, and it is the regular practice of Hudson Cook to make and maintain these records. The conflict check system maintained by Hudson Cook is designed to include (i) every matter for which Hudson Cook is now or has been engaged; (ii) the entity by which Hudson Cook is now or has been engaged; (iii) the identity of related parties; (iv) the identity of adverse parties; and (v) the attorney in Hudson Cook that is knowledgeable about the matter. It is the policy of Hudson Cook that no new matter may be accepted or opened within Hudson Cook without completing and submitting to those charged with maintaining the conflict check system the information necessary to check each such matter for conflicts, including the identity of the prospective client, the matter and related and adverse parties. Accordingly, the database is regularly updated for every new matter undertaken by Hudson Cook. The scope of the system is a function of the completeness and accuracy of the

information submitted by the attorney opening a new matter. Any matches between Hudson Cook's conflict check system and the potential parties-in-interest listed on Exhibit 1 hereto were identified and reviewed.

11. As additional parties-in-interest appear in these cases, Hudson Cook will submit their names to its conflict check system and update its disclosures as necessary. Hudson Cook is conducting a continuing inquiry of its connection with parties-in-interest in these Chapter 11 cases. In the event additional disclosure is necessary, Hudson Cook will file a supplemental verified statement setting forth any facts and circumstances relevant thereto.

HUDSON COOK'S CONNECTIONS

12. In accordance with Fed. R. Bankr. P. 2014(a), Hudson Cook hereby discloses its connections with the Debtor, the Debtor's creditors and all other parties-in-interest. Hudson Cook is disclosing these connections out of an abundance of caution and does not believe any of the following connections are problematic. Except as set forth in this Declaration, Hudson Cook is not a creditor of the Debtors and has no direct or indirect relationship to, connection with, or interest in the Debtors. The following chart summarizes Hudson Cook's connections in these chapter 11 cases. In all instances, Hudson Cook's disclosed relationships are unrelated to the Debtors or their chapter 11 cases.

Name of Party	Relationship To Debtors	Relationship to Hudson Cook
GMAC Mortgage, LLC	Debtors and Subsidiaries	Current client in connection with Foreclosure Review
ditech, LLC DOA Holding Properties, LLC DOA Properties IX (Lots-Other), LLC EPRE LLC Equity Investment I, LLC ETS of Virginia, Inc. ETS of Washington, Inc. Executive Trustee Services LLC GMAC – RFC Holding	Debtors and Subsidiaries	Affiliates of current clients, GMAC Mortgage, LLC and Ally Financial Inc., in connection with Foreclosure Review

Name of Party	Relationship To Debtors	Relationship to Hudson Cook
Company, LLC GMAC Model Home Finance I, LLC GMAC Mortgage USA Corporation GMAC Residential Holding Company, LLC GMAC RH Settlement Service, LLC GMACM Borrower LLC GMACM REO LLC GMACR Mortgage Products, LLC HFN REO SUB II, LLC Home Connects Lending Services, LLC Homecomings Financial Real Estate Holdings, LLC Homecomings Financial, LLC Ladue Associates, Inc. Passive Asset Transactions, LLC PATI A, LLC PATI B, LLC PATI Real Estate Holdings, LLC RAHI A, LLC RAHI B, LLC RAHI Real Estate Holdings, LLC RCSFJV2004, LLC Residential Accredit Loans, Inc. Residential Asset Mortgage Products, Inc. Residential Asset Securities Corporation Residential Capital, LLC Residential Consumer Services of Alabama, LLC Residential Consumer Services of Ohio, LLC Residential Consumer Services of Texas, LLC Residential Consumer Services, LLC Residential Funding		

Name of Party	Relationship To Debtors	Relationship to Hudson Cook
Company, LLC Residential Funding Mortgage Exchange, LLC Residential Funding Mortgage Securities I, Inc. Residential Funding Mortgage Securities II, Inc. Residential Funding Real Estate Holdings, LLC Residential Mortgage Real Estate Holdings, LLC RFC – GSAP Servicer Advance, LLC RFC Asset Holdings II, LLC RFC Asset Management, LLC RFC Borrower LLC RFC Construction Funding, LLC RFC REO LLC RFC SFJV-2002, LLC		
Canada Mortgage Acceptance Corporation Foreign Obligation Exchange, Inc. 2003-H12 Foreign Obligation Exchange, Inc. 2003-H14 Foreign Obligation Exchange, Inc. 2004-H11 Foreign Obligation Export, Inc. GMAC Financiera S.A. de C.V. Sociedad Financiera de Objeto Multiple GMAC Residential Funding of Canada Limited GMAC-RFC (No. 2) Limited GMAC-RFC Auritec, S.A. GMAC-RFC Direct Limited GMAC-RFC Espana Hipotecas SL GMAC-RFC Europe Limited GMAC-RFC Holdings Limited GMAC-RFC Property Finance Limited High Street Home Loans Limited	Debtors and Subsidiaries	Affiliates of current clients, GMAC Mortgage, LLC and Ally Financial Inc., in connection with Foreclosure Review

Name of Party	Relationship To Debtors	Relationship to Hudson Cook
MCA Finance Limited National Guarantee plc Private Label Group Limited Private Label Mortgage Services Limited		
Abreu, Steven M. Aretakis, James Dondzila, Catherine M. Fleming, Patrick Hamzehpour, Tammy Harney, Anthony J. Hills, Garry Horner, Jill M. III, Edward F. Smith, Ilany, Jonathan Mack, John E. Marano, Thomas Meyer, Darsi Nees, Louis A. Pensabene, Joseph A. Riddle, Mindy Strauss, Thomas M. Tyson, William N. West, Pamela E. Whitlinger, James Wilkinson, Winston Carlos	Officers and Directors	Officers and Directors of current clients, GMAC Mortgage, LLC and Ally Financial Inc., or affiliates of current clients, in connection with Foreclosure Review
Ally Financial Inc (f/k/a GMAC Inc.)	Parties to Funding Agreements	Current client in connection with Foreclosure Review and in connection with consumer finance compliance work
Citibank, N.A	Parties to Funding Agreements	Current client in connection with consumer finance compliance work
Wells Fargo Bank, N.A.	Parties to Funding Agreements	Current client in connection with consumer finance compliance work
US Bank National Association	Parties to Funding Agreements	Current client in connection with consumer finance compliance work
Deutsche Bank Trust Company Americas	Parties to Funding Agreements	Affiliate of current client in connection with consumer finance compliance work
Bank of New York Mellon	Bondholders	Current client in connection with consumer finance compliance work
Charles Schwab & Co., Inc.	Bondholders	Current client in connection with consumer finance

Name of Party	Relationship To Debtors	Relationship to Hudson Cook
		compliance work
CITIBK/GRP Citigroup Global Markets Inc. Citigroup Global Markets Inc. /Salomon Brothers	Bondholders	Current client and affiliates of current client in connection with consumer finance compliance work
E*Trade Clearing LLC	Bondholders	Affiliate of current client in connection with consumer finance compliance work
Goldman Sachs International Goldman, Sachs & Co.	Bondholders	Current client and affiliate of current client in connection with consumer finance compliance work
J.P. Morgan Clearing Corp. J.P. Morgan Securities LLC	Bondholders	Affiliates of current client in connection with consumer finance compliance work
Pershing LLC	Bondholders	Current client in connection with consumer finance compliance work
TD Ameritrade Clearing, Inc.	Bondholders	Affiliates of current client in connection with consumer finance compliance work
UBS Financial Services LLC UBS Securities LLC	Bondholders	Current client and affiliate of current client in connection with consumer finance compliance work
Allstate Bank (f/k/a Allstate Federal Savings Bank) Allstate Insurance Company Allstate Life Insurance Company Allstate Life Insurance Company of New York, Allstate Retirement Plan Allstate New Jersey Insurance Company	Parties to Litigation	Affiliates of current client in connection with consumer finance compliance work
Deutsche Zentral- genossenschaftsbank, New York Branch, d/b/a DZ Bank AG, New York Branch	Parties to Litigation	Affiliates of current client in connection with consumer finance compliance work
Federal Home Loan Mortgage Corporation	Parties to Litigation	Current client in connection with consumer finance compliance work
Ally Bank	Depositing Bank	Current client in connection with consumer finance

Name of Party	Relationship To Debtors	Relationship to Hudson Cook
		compliance work
Bank of America, N.A.	Depositing Bank	Current client in connection with consumer finance compliance work
M&T Bank	Depositing Bank	Current client in connection with consumer finance compliance work
Wachovia Bank, National Association	Depositing Bank	Current client in connection with consumer finance compliance work
Fortress Investment Group, LLC	Consultants & Professionals	Current client in connection with consumer finance compliance work
Kirkland & Ellis LLP	Consultants & Professionals	Current client in connection with consumer finance compliance work
Nationstar Mortgage, LLC	Consultants & Professionals	Current client in connection with consumer finance compliance work
Skadden, Arps, Slate, Meagher & Flom LLP	Consultants & Professionals	Current client in connection with consumer finance compliance work
Aurora Loan Services LLC	HELOC Investor	Affiliate of current client in connection with consumer finance compliance work
Bank One, Texas N.A	HELOC Investor	Affiliate of current client in connection with consumer finance compliance work
Everbank	HELOC Investor	Current client in connection with consumer finance compliance work
Macquarie Mortgages USA Inc	HELOC Investor	Current client in connection with consumer finance compliance work
Suntrust	HELOC Investor	Current client in connection with consumer finance compliance work
Federal National Mortgage Association	Servicing Counterparties	Current client in connection with consumer finance compliance work
LaSalle Bank National Association	Trustees	Affiliate of current client in connection with consumer finance compliance work
Wilmington Trust Company	Trustees	Current client in connection with consumer finance compliance work

Name of Party	Relationship To Debtors	Relationship to Hudson Cook
ABN AMRO Mortgage Croup, Inc.	Other Counterparties to Servicing Agreements	Affiliate of current client in connection with consumer finance compliance work
Amalgamated Bank of New York	Other Counterparties to Servicing Agreements	Current client in connection with consumer finance compliance work
American Home Mortgage American Home Mortgage Acceptance, Inc. American Home Mortgage Investment Trust 2005-2 American Home Mortgage Investment Trust 2005-4A American Home Mortgage Investment Trust 2006-2 American Home Mortgage Investment Trust 2007-A American Home Mortgage Servicing, Inc. American Home Mortgage Trust 2004-4 American Home Mortgage Trust 2005-1 American Home Mortgage Trust 2005-2 American Home Mortgage Trust 2005-4A	Other Counterparties to Servicing Agreements	Current client and affiliates of current client in connection with consumer finance compliance work
Banc of America Funding 2005-3 Trust Banc of America Funding 2005-8 Trust Banc of America Funding 2006-1 Trust Banc of America Funding 2006-4 Trust Banc of America Funding Corporation Banc of America Mortgage Capital Corporation	Other Counterparties to Servicing Agreements	Affiliates of current client in connection with consumer finance compliance work
Banco Popular North America	Other Counterparties to Servicing Agreements	Current client in connection with consumer finance compliance work
Bank of Hawaii	Other Counterparties to Servicing Agreements	Current client in connection with consumer finance compliance work
Bear Stearns Asset Backed Securities I, LLC	Other Counterparties to Servicing Agreements	Affiliates of current client in connection with consumer

Name of Party	Relationship To Debtors	Relationship to Hudson Cook
Bear Stearns Mortgage Capital Corporation Bear Stearns Second Lien Trust 2007-1 Bear Stearns Second Lien Trust 2007-SV1		finance compliance work
Capital Crossing Bank	Other Counterparties to Servicing Agreements	Current client in connection with consumer finance compliance work
Charter One Bank, FSB Charter One Bank, N.A.	Other Counterparties to Servicing Agreements	Current client in connection with consumer finance compliance work
Citizens Bank of Connecticut Citizens Bank of Massachusetts Citizens Bank of New Hampshire Citizens Bank of Pennsylvania Citizens Bank, N.A. Citizens Federal Bank, FSB	Other Counterparties to Servicing Agreements	Current client and affiliates of current client in connection with consumer finance compliance work
Clayton National, Inc.	Other Counterparties to Servicing Agreements	Current client in connection with consumer finance compliance work
Comerica Bank	Other Counterparties to Servicing Agreements	Current client in connection with consumer finance compliance work
Countrywide Bank, N.A. Countrywide Home Loans Servicing, LP Countrywide Home Loans, Inc.	Other Counterparties to Servicing Agreements	Affiliates of current client in connection with consumer finance compliance work
DB Structured Products, Inc.	Other Counterparties to Servicing Agreements	Affiliate of current client in connection with consumer finance compliance work
Deutsche Alt-A Securities, Inc. Deutsche Mortgage Securities, Inc.	Other Counterparties to Servicing Agreements	Affiliates of current client in connection with consumer finance compliance work
DLJ Mortgage Acceptance Corp. DLJ Mortgage Capital, Inc.	Other Counterparties to Servicing Agreements	Affiliates of current client in connection with consumer finance compliance work
Drawbridge Consumer Funding Ltd	Other Counterparties to Servicing Agreements	Affiliate of current client in connection with consumer finance compliance work
Encore Bank and National Association	Other Counterparties to Servicing Agreements	Current client and affiliates of current client in connection

Name of Party	Relationship To Debtors	Relationship to Hudson Cook
Encore Savings Bank		with consumer finance compliance work
Fidelity Federal Bank	Other Counterparties to Servicing Agreements	Current client in connection with consumer finance compliance work
First Nationwide Mortgage Corporation	Other Counterparties to Servicing Agreements	Current client in connection with consumer finance compliance work
First Tennessee Bank National Association First Tennessee Capital Assets Corporation	Other Counterparties to Servicing Agreements	Current client and affiliate of current client in connection with consumer finance compliance work
Fortress Credit Corp.	Other Counterparties to Servicing Agreements	Current client in connection with consumer finance compliance work
GE Capital Consumer Card Co. GE Mortgage Services, LLC	Other Counterparties to Servicing Agreements	Current client and affiliate of current client in connection with consumer finance compliance work
Green Tree Servicing LLC	Other Counterparties to Servicing Agreements	Current client in connection with consumer finance compliance work
GreenPoint Mortgage Funding Trust 2005-HE4 GreenPoint Mortgage Funding Trust 2006-HE1 GreenPoint Mortgage Funding, Inc.	Other Counterparties to Servicing Agreements	Current client and affiliates of current client in connection with consumer finance compliance work
Greenwich Capital Acceptance, Inc. Greenwich Capital Financial Products, Inc. Greenwich Universal Portfolio	Other Counterparties to Servicing Agreements	Affiliates of current client in connection with consumer finance compliance work
Home Loan Corporation Home Loan Series 09-2028	Other Counterparties to Servicing Agreements	Current client and affiliate of current client in connection with consumer finance compliance work
HomEq Servicing Corporation	Other Counterparties to Servicing Agreements	Current client in connection with consumer finance compliance work
IndyMac Bank, FSB (now OneWest Bank, FSB) IndyMac MBS, Inc. IndyMac Mortgage Holdings, Inc.	Other Counterparties to Servicing Agreements	Current client and affiliates of current client in connection with consumer finance compliance work

Name of Party	Relationship To Debtors	Relationship to Hudson Cook
ING Bank, FSB	Other Counterparties to Servicing Agreements	Affiliate of current client in connection with consumer finance compliance work
Lehman Brothers Bank, FSB Lehman Brothers Holdings Inc. Lehman Capital, a division of Lehman Brothers Holdings Inc.	Other Counterparties to Servicing Agreements	Affiliates of current client in connection with consumer finance compliance work
Litton Loan Servicing, LP	Other Counterparties to Servicing Agreements	Current client in connection with consumer finance compliance work
Lydian Private Bank	Other Counterparties to Servicing Agreements	Current client in connection with consumer finance compliance work
Metlife Bank, N.A.	Other Counterparties to Servicing Agreements	Current client in connection with consumer finance compliance work
NETBANK	Other Counterparties to Servicing Agreements	Current client in connection with consumer finance compliance work
Ocwen Federal Bank FSB Ocwen Loan Servicing, LLC	Other Counterparties to Servicing Agreements	Current client and affiliate of current client in connection with consumer finance compliance work
PHH Mortgage	Other Counterparties to Servicing Agreements	Current client in connection with consumer finance compliance work
PNC Bank, N.A. PNC Mortgage Securities Corp.	Other Counterparties to Servicing Agreements	Current client and affiliate of current client in connection with consumer finance compliance work
Saxon Mortgage Funding Corporation	Other Counterparties to Servicing Agreements	Current client in connection with consumer finance compliance work
Select Portfolio Servicing Inc.	Other Counterparties to Servicing Agreements	Current client in connection with consumer finance compliance work
UBS Real Estate Securities Inc. UBS Warburg Real Estate Securities Inc. UBS Warburg, LLC	Other Counterparties to Servicing Agreements	Affiliates of current client in connection with consumer finance compliance work
USAA Federal Savings Bank	Other Counterparties to Servicing Agreements	Current client in connection with consumer finance compliance work

Name of Party	Relationship To Debtors	Relationship to Hudson Cook
Webster Bank	Other Counterparties to Servicing Agreements	Current client in connection with consumer finance compliance work
Wilshire Credit Corporation	Other Counterparties to Servicing Agreements	Current client in connection with consumer finance compliance work
AT&T AT&T Mobility	Utilities	Current client and affiliate of current client in connection with consumer finance compliance work
Dish Network	Utilities	Current client in connection with consumer finance compliance work
MBIA, Inc.	Consolidated Top 50 Creditors	Current client in connection with consumer finance compliance work
Cerberus Capital Management, L.P. Cerberus FIM Investros LLC Cerberus FIM, LLC	Rule 2004 Motion Parties	Current client and affiliates of current client in connection with consumer finance compliance work
Morrison & Foerster LLP	Rule 2004 Motion Parties	Current client in connection with consumer finance compliance work

13. As noted above, AFI is a current client of the firm in connection with the Foreclosure Review and in connection with consumer finance compliance work. Hudson Cook believes that its representation of AFI in the Foreclosure Review is not adverse to the Debtors because that representation is in fulfillment of obligations undertaken by both AFI and certain of the Debtors pursuant to the Consent Order.

14. As part of its practice, Hudson Cook appears in certain proceedings, and transactions involving many different attorneys, accountants, financial consultants and investment bankers. Hudson Cook has not and will not represent any of such entities in relation to the Debtors and these Chapter 11 cases or have any relationship with any such attorneys, accountants, financial consultants and investment bankers which would be adverse to the Debtors or their estates.

HUDSON COOK'S DISINTERESTEDNESS

15. Except as set forth herein, neither Hudson Cook, nor any member of Hudson Cook, any attorney who is of counsel to Hudson Cook, or any associate of Hudson Cook, insofar as I have been able to ascertain, represents in these cases any entity having an adverse interest to the Debtors or their estates.

16. Pursuant to an engagement letter by and among Hudson Cook, AFI and GMAC Mortgage, dated May 30, 2012, AFI is secondarily liable for any invoices not paid by GMAC Mortgage. Accordingly, Hudson Cook is prepared to waive its claims against the Debtors for unpaid pre-petition fees and expenses provided that AFI pays those fees and expenses. Hudson Cook is currently owed \$131,454.43 on account of pre-petition services rendered to and expenses incurred on behalf of AFI and GMAC Mortgage in connection with the Foreclose Review.

17. Based upon the information available to me, after following the procedures described herein, and except as otherwise described herein, Hudson Cook holds no interest adverse as to the matters for which it is to be employed.

18. I hereby represent that Hudson Cook has not agreed to share with any person (except other lawyers of Hudson Cook) the compensation to be paid for the services rendered in these cases.

DISCLOSURE OF COMPENSATION

19. During the one year prior to the filing of the petitions in these Chapter 11 cases, Hudson Cook received \$1,338,882.65 from the Debtors on account of services rendered and expenses incurred by Hudson Cook. Hudson Cook has not received a retainer from GMAC Mortgage or AFI in connection with this engagement.

20. The Debtors have agreed that Hudson Cook shall calculate the dollar value of its monthly services at its applicable hourly rates in effect from time to time during the

pendency of these Chapter 11 proceedings, and Hudson Cook will be entitled to the greater of such dollar value or the Minimum Monthly Fee (as defined in the Application) subject to the terms described in the Application and the Engagement Letter. Presently, the range of hourly rates for Hudson Cook's attorneys and legal assistants is as follows:

\$400-665 for partners;

\$240-375 for associates; and

\$185-230 for paraprofessionals.

Hourly rates are subject to adjustment from time to time, typically on January 1 of each year, but may adjust during the calendar year as well.

21. The Debtors have also agreed to reimburse Hudson Cook for its expenses in connection with such services in such amounts as this Court determines, pursuant to sections 330 and 331 of the Bankruptcy Code. Expenses sought by Hudson Cook may include, without limitation, travel costs, express mail, messenger service, outside photocopying costs, court fees and transcript costs.

22. Hudson Cook acknowledges that all amounts paid to it during these Chapter 11 cases are subject to final allowance by this Court. Hudson Cook therefore intends to apply to this Court for allowance of compensation and reimbursement of expenses in accordance with applicable provisions of the Bankruptcy Code, Bankruptcy Rules and Local Rules for all services performed and expenses incurred after the Petition Date.

23. Hudson Cook has not received any other payment in connection with these cases, nor has Hudson Cook entered into any other fee agreement with the Debtors, except as set forth herein.

24. I will amend this statement upon my learning that (i) any of the within representations are no longer correct or (ii) there is any material change of circumstance requiring additional disclosure.

I DECLARE UNDER PENALTY OF PERJURY THAT THE FOREGOING IS TRUE AND
CORRECT.

Dated: September 12, 2012

/s/ Dana Frederick Clarke, Esq.
Dana Frederick Clarke, Esq.

EXHIBIT 1

RESIDENTIAL CAPITAL, LLC ET AL.
Case No. 12-12020 (MG)

MASTER CONFLICT LIST

Debtors and Subsidiaries

ditech, LLC
DOA Holding Properties, LLC
DOA Properties IX (Lots-Other), LLC
EPRE LLC
Equity Investment I, LLC
ETS of Virginia, Inc.
ETS of Washington, Inc.
Executive Trustee Services LLC
GMAC – RFC Holding Company, LLC
GMAC Model Home Finance I, LLC
GMAC Mortgage USA Corporation
GMAC Mortgage, LLC
GMAC Residential Holding Company, LLC
GMAC RH Settlement Service, LLC
GMACM Borrower LLC
GMACM REO LLC
GMACR Mortgage Products, LLC
HFN REO SUB II, LLC
Home Connects Lending Services, LLC
Homecomings Financial Real Estate Holdings, LLC
Homecomings Financial, LLC
Ladue Associates, Inc.
Passive Asset Transactions, LLC
PATI A, LLC
PATI B, LLC
PATI Real Estate Holdings, LLC
RAHI A, LLC
RAHI B, LLC
RAHI Real Estate Holdings, LLC
RCSFJV2004, LLC
Residential Accredit Loans, Inc.
Residential Asset Mortgage Products, Inc.
Residential Asset Securities Corporation
Residential Capital, LLC
Residential Consumer Services of Alabama, LLC
Residential Consumer Services of Ohio, LLC
Residential Consumer Services of Texas, LLC
Residential Consumer Services, LLC
Residential Funding Company, LLC
Residential Funding Mortgage Exchange, LLC
Residential Funding Mortgage Securities I, Inc.
Residential Funding Mortgage Securities II, Inc.
Residential Funding Real Estate Holdings, LLC
Residential Mortgage Real Estate Holdings, LLC
RFC – GSAP Servicer Advance, LLC
RFC Asset Holdings II, LLC
RFC Asset Management, LLC
RFC Borrower LLC

RFC Construction Funding, LLC
RFC REO LLC
RFC SFJV-2002, LLC

Foreign Subsidiaries

Canada Mortgage Acceptance Corporation
Foreign Obligation Exchange, Inc. 2003-H12
Foreign Obligation Exchange, Inc. 2003-H14
Foreign Obligation Exchange, Inc. 2004-H11
Foreign Obligation Export, Inc.
GMAC Financiera S.A. de C.V. Sociedad Financiera
de Objeto Multiple
GMAC Residential Funding of Canada Limited
GMAC-RFC (No. 2) Limited
GMAC-RFC Auritec, S.A.
GMAC-RFC Direct Limited
GMAC-RFC Espana Hipotecas SL
GMAC-RFC Europe Limited
GMAC-RFC Holdings Limited
GMAC-RFC Property Finance Limited
High Street Home Loans Limited
MCA Finance Limited
National Guarantee plc
Private Label Group Limited
Private Label Mortgage Services Limited

Officers and Directors

Abreu, Steven M.
Aretakis, James
Dondzila, Catherine M.
Fleming, Patrick
Hamzehpour, Tammy
Harney, Anthony J.
Hills, Garry
Horner, Jill M.
III, Edward F. Smith,
Ilany, Jonathan
Mack, John E.
Marano, Thomas
Meyer, Darsi
Nees, Louis A.
Pensabene, Joseph A.
Riddle, Mindy
Strauss, Thomas M.
Tyson, William N.
West, Pamela E.
Whitlinger, James
Wilkinson, Winston Carlos

Parties to Funding Agreements

Ally Financial Inc (f/k/a GMAC Inc.)
Barclays Bank PLC
Citibank, N.A.
Wells Fargo Bank, N.A.
BMMZ Holdings LLC
US Bank National Association
Deutsche Bank Trust Company Americas

Stifel, Nicolaus & Company Incorporated
Taconic Capital Advisors, L.P.
TD Ameritrade Clearing, Inc.
Timber Hill LLC
UBS Financial Services LLC
UBS Securities LLC
Vanguard Marketing Corporation
Western Asset Management Company

Bondholders

AllianceBernstein Advisors
American Enterprise Investment Services Inc.
Appaloosa Management L.P.
Bank of New York Mellon, (The)/Barclays Capital - London
Bank of Nova Scotia/CDS
BARC/FIXED
Barclays Capital Inc. /LE
Berkshire Hathaway Inc.
BlackRock Global Investors
Charles Schwab & Co., Inc.
CITIBK/GRP
Citigroup Global Markets Inc.
Citigroup Global Markets Inc. /Salomon Brothers
Credit Suisse Securities (USA) LLC
David Lerner Associates, Inc.
Deutsche Bank Securities, Inc.
E*Trade Clearing LLC
Edward D. Jones & Co.
First Clearing, LLC
First Southwest Company
Goldman Sachs International
Goldman, Sachs & Co.
Interactive Brokers Retail Equity Clearing
J.P. Morgan Clearing Corp.
J.P. Morgan Securities LLC
Janney Montgomery Scott Inc.
Loomis Sayles & Company
LPL Financial Corporation
Merrill Lynch Safekeeping
Morgan Stanley & Co. LLC
Morgan Stanley Smith Barney LLC
National Financial Services LLC
Oppenheimer & Co. Inc.
OptionXpress, Inc
P. Schoenfeld Asset Management
Paulson & Co. Inc.
Pension Financial Services, Inc./Ridge.
Pershing LLC
Pentwater Capital Management
Putnam Investment Management
Raymond, James & Associates, Inc.
RBC Capital Markets, LLC
Scottrade, Inc.
Security Investors LLC
Silver Point Capital, L.P.

Landlords and Tenants

2155 Northpark Lane LLC
2255 Partners, L.P. c/o M. David Paul Development LLC
Avenel Realty Company d / b / a Avenel at Montgomery Square
Brandywine Cityplace LP
BREOF Convergence LP c/o Brookfield Real Estate Opportunity Fund
Business Suites (Texas) LTD
Center Township of Marion County
Del Amo Financial Center, LP
DRA CLP Esplanade LP c/o Colonial Properties Services Ltd Partnership
Euclid Plaza Associates, LLC
GBM Properties, LLC
Homeowners Alliance
Liberty Property Limited Partnership
National Default Servicing, LLC
New Towne Center Inc.
PBC San Jose, LLC
PBC Walnut Creek, LLC
Realty World - Graham/Grubbs and Associates
Regus Management Group LLC
Teachers Insurance and Annuity Association of America c/o Northmarq RES
The Irvine Company LLC
The Office Annex, Inc.
Veridian Credit Union f/k/a John Deere Community Credit Union
W.E.G., Jr., Inc. d / b / a Highland-March Beverly Suites

Parties to Litigation

Acacia Life Insurance Company
Allstate Bank (f/k/a Allstate Federal Savings Bank)
Allstate Insurance Company
Allstate Life Insurance Company
Allstate Life Insurance Company of New York, Allstate Retirement Plan
Allstate New Jersey Insurance Company
American Heritage Life Insurance Company
Ameritas Life Insurance Corp.
Assured Guaranty Municipal Corp.
Boilermaker Blacksmith National Pension Trust
Brown County, Ohio
Cambridge Place Investment Management Inc.

Church-Dellinger, Victoria Jean
Columbus Life Insurance Company
Deutsche Zentral-genossenschaftsbank, New York
Branch, d/b/a DZ Bank AG, New York Branch
DG Holding Trust
Federal Home Loan Bank of Boston
Federal Home Loan Bank of Chicago
Federal Home Loan Bank of Indianapolis
Federal Home Loan Mortgage Corporation
Federal Housing Finance Agency
Financial Guaranty Insurance Company
First Colonial Insurance Company
Fort Washington Active Fixed Income LLC
Fort Washington Investment Advisors, Inc.
HSH Nordbank AG
HSH Nordbank AG, Luxembourg Branch
HSH Nordbank AG, New York Branch
HSH Nordbank Securities S.A.
Huntington Bancshares Inc.
IKB Deutsche Industriebank AG
IKB International S.A. (in Liquidation)
Integrity Life Insurance Company
Kennett Capital, Inc.
Kral, Kenneth L.
Laster, Marteal
Massachusetts Mutual Life Insurance Company
MBIA Insurance Corporation
Mitchell, Ruth
Mitchell, Steven
National Credit Union Administration Board
National Integrity Life Insurance Company
New Jersey Carpenters Health Fund
New Jersey Carpenters Vacation Fund
Rio Debt Holdings (Ireland) Limited
Sall, Mohammed A.
Sealink Funding Ltd.
State of Ohio
Stichting Pensioenfonds ABP
The Charles Schwab Corporation
The Union Central Life Insurance Company
The Western and Southern Life Insurance Company
Thrivent Balanced Fund
Thrivent Balanced Portfolio
Thrivent Bond Index Portfolio
Thrivent Core Bond Fund
Thrivent Financial Defined Benefits Plan Trust
Thrivent Financial for Lutherans
Thrivent Income Fund
Thrivent Limited Maturity Bond Fund
Thrivent Limited Maturity Bond Portfolio
U.S. Central Federal Credit Union
West Virginia Investment Management Board
Western Corporate Federal Credit Union
Western-Southern Life Assurance Company

U.S. Trustee's Office (Region 2 Trial Attorneys)

Davis, Tracy Hope
Driscoll, Michael
Gasparini, Elisabetta
Golden, Susan
Khodorovsky, Nazar
Masumoto, Brian S.
Morrissey, Richard C.
Nakano, Serene
Riffkin, Linda A.
Schwartz, Andrea B.
Schwartzberg, Paul K.
Velez-Rivera, Andy
Zipes, Greg M.

Bankruptcy Judges (New York)

Bernstein, Stuart M.
Chapman, Shelley C.
Drain, Robert
Gerber, Robert E.
Glenn, Martin
Gropper, Allan L.
Lane, Sean H.
Lifland, Burton R.
Morris, Cecelia G.
Peck, James M.

District Court Judges (New York)

Baer, Harold
Batts, Deborah A.
Berman, Richard M.
Briccetti, Vincent L.
Buchwald, Naomi Reice
Carter, Andrew L.
Castel, P. Kevin
Cedarbaum, Miriam Goldman
Cote, Denise L.
Crotty, Paul A.
Daniels, George B.
Duffy, Kevin T.
Engelmayer, Paul A.
Forrest, Katherine B.
Gardephe, Paul G.
Griesa, Thomas P.
Haight, Charles S.
Hellerstein, Alvin K.
Jones, Barbara S.
Kaplan, Lewis A.
Karas, Kenneth M.
Koeltl, John G.
Marrero, Victor
McKenna, Lawrence M.
McMahon, Colleen
Nathan, Alison J.
Oetken, J. Paul
Owen, Richard

Patterson, Robert P.
Pauley, William H.
Preska, Loretta A.
Rakoff, Jed S.
Ramos, Edgardo
Sand, Leonard B.
Scheindlin, Shira A.
Seibel, Cathy
Stanton, Louis L.
Stein, Sidney H.
Sullivan, Richard J.
Swain, Laura Taylor
Sweet, Robert W.
Wood, Kimba M.

Depositing Banks

Ally Bank
Bank of America, N.A.
Bank of New York Mellon
Citibank, N.A.
Deutsche Bank Trust Company Americas
JPMorgan Chase Bank, N.A.
M&T Bank
State Street Bank and Trust Company
U.S. Bank National Association
Wachovia Bank, National Association

Consultants & Professionals

AlixPartners
Barclays Bank PLC
Centerview Partners LLC
Chadbourne & Parke LLP
Deloitte & Touche
Evercore
Fortress Investment Group, LLC
FTI Consulting, Inc.
Gonzalez, Arthur J.
Kirkland & Ellis LLP
Kramer Levin Naftalis & Frankel LLP
Kurtzman Carson Consultants LLC
Mayer Brown LLP
Mercer
Mesirow Financial Consulting, LLC
Moelis
Nationstar Mortgage, LLC
PricewaterhouseCoopers
Rubenstein Associates, Inc.
Sidley Austin LLP
Skadden, Arps, Slate, Meagher & Flom LLP

HELOC Investors

5th 3rd bank
Aurora Loan Services LLC
Bank One, Texas N.A.
Deutsche Bank National Trust Co.
Everbank

JP Morgan Chase
Macquarie Mortgages USA Inc
Suntrust
The Bank of New York Mellon
Treasury Bank, N.A.
Us Bank, N.A.
Wachovia Bank Na
Wells Fargo Bank, N.A.

Servicing Counterparties

Government Entities and GSEs
Federal Home Loan Mortgage Corporation (Freddie Mac)
Federal Housing Administration (FHA)
Federal National Mortgage Association (Fannie Mae)
Government National Mortgage Association (Ginnie Mae)

Housing and Local Agencies

California Housing Finance Agency
CitiMortgage, Inc., as administrator for Texas
Veterans Land Board
Connecticut Housing Finance Authority
Delaware Housing Authority
Hawaii Housing (Hula Mae)
Housing Opportunities Commission of Montgomery
County, Maryland
Mississippi Home Corporation
Neighborhood Housing Services of America and
Philadelphia N.H.S.
Oregon Housing and Community Services
Department
Redevelopment Authority of the County of Berks
Rural Housing
The Housing and Redevelopment Authority in and
for the City of Minneapolis
The Industrial Commission of North Dakota

Mortgage and Monoline Insurers

The ACE Group
Ambac
Assured Guaranty Corp.
Cuna Mutual Group Mortgage Insurance Company
FGIC
Financial Security Assurance Inc
Federal Insurance Group (a subsidiary of the Chubb
Group of Insurance Companies)
General Electric Mortgage Insurance Corporation
Genworth Mortgage Insurance Corporation
MBIA
Mortgage Guaranty Insurance Corp.
PMI Mortgage Insurance Co.
Radian Asset Assurance Inc.
Radian Guaranty Inc.
Republic Mortgage Insurance Company

Triad Guaranty Insurance Corporation
United Guaranty Residential Insurance Company

Trustees

Bank One, National Association
BNY Midwest Trust Company
Chase Bank of Texas, N.A.
Citibank, N.A.
Deutsche Bank National Trust Company
Deutsche Bank Trust Company Americas
HSBC Bank USA, National Association
JPMorgan Chase Bank, N.A.
LaSalle Bank National Association
Security Pacific National Company
The Bank of New York Mellon
U.S. Bank National Association
US National Association
Wells Fargo Bank Minnesota, N.A.
Wells Fargo Bank, National Association
Wilmington Trust Company

Other Counterparties to Servicing Agreements

50 BY 50, LLC
ABN AMRO Mortgage Croup, Inc.
Access National Mortgage Corporation
Ace Home Equity Loan Trust, Series 2007-SL3
ACE Securities Corp.
ACT Mortgage Capital
Advantage Bank
Aegis Mortgage Corporation
Aegon USA Realty Advisors
Alliance Bancorp
Alliance Securities Corp.
Ally Bank
Ally Financial Inc.
Ally Investment Management LLC
Alternative Finance Corporation
Amalgamated Bank of New York
American Equity Mortgage, Inc.
American Home Mortgage
American Home Mortgage Acceptance, Inc.
American Home Mortgage Investment Trust 2005-2
American Home Mortgage Investment Trust 2005-4A
American Home Mortgage Investment Trust 2006-2
American Home Mortgage Investment Trust 2007-A
American Home Mortgage Servicing, Inc.
American Home Mortgage Trust 2004-4
American Home Mortgage Trust 2005-1
American Home Mortgage Trust 2005-2
American Home Mortgage Trust 2005-4A
American Residential Equities XXVII, LLC
American Residential Equities, LLC
Ameriquest Mortgage Company
Andover Bank
Arbor Commercial Mortgage, LLC
Asset Management Holding of South Florida, LLC
Assured Guaranty Municipal Corp
Atlantic Financial Federal
Audobon Savings Bank
Aurora Loan Services Inc.
Aurora Loan Services LLC
Banc of America Funding 2005-3 Trust
Banc of America Funding 2005-8 Trust
Banc of America Funding 2006-1 Trust
Banc of America Funding 2006-4 Trust
Banc of America Funding Corporation
Banc of America Mortgage Capital Corporation
Bancap
Banco Mortgage Company
Banco Popular North America
Bank of America, National Association
Bank of Hawaii
Bank One, Texas, N.A.
Bank Rhode Island
Bank United, FSB
Bankatlantic, A Federal Savings Bank
Bankers Saving
Bankers Trust Company
Banknorth Mortgage
Bay Atlantic Federal Credit Union
Bay Financial Savings Bank, FSB
Bayrock Mortgage Corporation
Bayview Acquisitions, LLC
Bayview Financial Asset Trust
Bayview Financial Property Trust
Bayview Financial Securities Company, LLC
Bayview Financial Trading Group, L.P.
Bayview Financial, L.P.
Bear Stearns Asset Backed Securities I, LLC
Bear Stearns Mortgage Capital Corporation
Bear Stearns Second Lien Trust 2007-1
Bear Stearns Second Lien Trust 2007-SV1
Bell Federal Savings and Loan Association
BellaVista Funding Corporation
Belvedere Trust Finance Corporation
Bluebonnet Savings Bank FSB
BMMZ Holdings LLC
Broadway Federal Bank, FSB
Brothers Bank, FSB
Butte Savings and Loan Association
Caliber Funding, LLC
California Banking Association
California Federal Bank, FSB
California Public Employees' Retirement System
Cambridge Place Collateral Management LLC
Canada Mortgage Acceptance Corporation
Capital Crossing Bank
Capitol Federal Savings and Loan Association
Capstead Mortgage Corporation
CDC Mortgage Capital Inc. (Natixis)
Cenfed Bank, a Federal Savings Bank

Cenlar FSB	Empire Mortgage X, Inc.
CenterState Bank of Florida, N.A.	Encore Bank and National Association
Central Bank of Jefferson County, Inc.	Encore Savings Bank
Century Bank, FSB	Erie Savings Bank
CFX Bank	Eurekabank
Charter One Bank, FSB	EverBank
Charter One Bank, N.A.	Fairbanks Capital Corp.
Chase Manhattan Mortgage Corporation	Fairfax Savings Bank
Chemical Mortgage Company	Family Bank, FSB
Citi Financial Mortgage Co., Inc	Family Lending Services, Inc.
Citibank (West), FSB	FBS Mortgage Corporation
Citigroup Global Markets Realty Corp.	Federal Home Loan Bank of Atlanta
Citigroup Mortgage Loan Trust Inc.	Federal Trust Bank, FSB
CitiMortgage, Inc.	Fidelity Federal Bank
Citizens Bank of Connecticut	Fidelity Savings and Loan
Citizens Bank of Massachusetts	Fifth Third Bank
Citizens Bank of New Hampshire	Financial Asset Securities Corp.
Citizens Bank of Pennsylvania	First Bank Incorporated
Citizens Bank, N.A.	First Bank, Inc.
Citizens Federal Bank, FSB	First Cap Holdings, Inc.
Clayton Fixed Income Services Inc.	First Citizens Bank and Trust Company
Clayton National, Inc.	First Citizens Mortgage Company
CMC Investment Partnership	First Community Bank N.A.
Coastal Banc Capital Corporation	First Federal of Michigan
Coastal Banc SSB	First Federal Savings and Loan Association of Storm
Coastal States Mortgage Corporation	Lake
Collective Federal Savings Bank	First Guaranty Mortgage Corporation
Colonial Mortgage Service Company	First Horizon Home Loan Corporation
Comerica Bank	First Indiana Bank
Community Lending, Incorporated	First Internet Bank of Indiana
Communityone Bank, N.A.	First Massachusetts Bank, N.A.
ComUnity Lending, Incorporated	First National Bank and Trust Company
Copperfield	First National Bank of Arizona
Core, Cap Inc.	First National Bank of El Dorado
Corona Asset Management III, LLC	First Nationwide Mortgage Corporation
Countrywide Bank, N.A.	First NLC
Countrywide Home Loans Servicing, LP	First Rate Capital Corporation
Countrywide Home Loans, Inc.	First Savings Mortgage Corporation
Credit Suisse First Boston Mortgage Securities Corp.	First Tennessee Bank National Association
CSX	First Tennessee Capital Assets Corporation
CTCE Federal Credit Union	First Trust Savings Bank
CTX Mortgage Company, LLC	First Union National Bank
DB Structured Products, Inc.	First-Citizens Bank & Trust Company
Deutsche Alt-A Securities, Inc.	Firstrust Bank
Deutsche Bank AG New York Branch	Fleet National Bank
Deutsche Mortgage Securities, Inc.	Flex Point Funding Corporation
DLJ Mortgage Acceptance Corp.	Flick Mortgage Investors, Inc.
DLJ Mortgage Capital, Inc.	FNBA
Dollar Bank, FSB	Fortress Credit Corp.
Drawbridge Consumer Funding Ltd	FPA Corporation
Dynex Securities Corporation	Franklin Bank, SSB
E*Trade Bank	Franklin Credit
E*Trade Mortgage	Franklin Credit Management Corporation
E*Trade Wholesale Lending Corp.	Gateway Credit Union
EAB Mortgage Company, Inc.	Gateway Funding Diversified Mortgage Services, LP
EMC Mortgage Corporation	GE Capital Consumer Card Co.

GE Mortgage Services, LLC
Geneva Mortgage Corporation
Germantown Savings Bank
Gibraltar Savings Association
Ginn Financial Services, LLC
Goldman Sachs Mortgage Company
Gonzalo Residential Asset Trust
Great American First Savings Bank
Great American Savings Bank
Green Planet Servicing, LLC
Green Tree Servicing LLC
GreenPoint Mortgage Funding Trust 2005-HE4
GreenPoint Mortgage Funding Trust 2006-HE1
GreenPoint Mortgage Funding, Inc.
Greenwich Capital Acceptance, Inc.
Greenwich Capital Financial Products, Inc.
Greenwich Universal Portfolio
GS Mortgage Securities Corp.
GSAA Home Equity Trust 2005-9
GSMPs Mortgage Loan Trust 2005-LT1
GSR Mortgage Loan Trust 2006-AR2
GSR Trust 2007-HEL1
Guardian Savings Bank
Hanover Capital Mortgage Holdings, Inc.
HarborView Mortgage Loan trust 2004-10
Healthcare Employees Federal Credit Union
Home Equity Loan Trust 2005-HS2
Home Equity Loan Trust 2006-HSA2
Home Equity Loan Trust 2006-HSA3
Home Equity Loan Trust 2006-HSA5
Home Equity Loan Trust 2007-HSA1
Home Equity Loan Trust 2007-HSA3
Home Federal Savings & Loan Association of Rome,
Ga.
Home Loan Corporation
Home Loan Series 09-2028
HomeBanc Mortgage
HomEq Servicing Corporation
Horsham Funding Inc.
HSI Asset Securitization Corporation
Hudson & Keyse, LLC
Hudson City Savings Bank
Huntington Federal Savings & Loan Association
Hyperion Capital Group LLC
IMPAC CMB Trust Series 2005-6
IMPAC Funding Companies
IMPAC Funding Corporation
IMPAC Mortgage Holdings, Inc.
IMPAC Secured Assets Corp.
Imperial Credit Industries, Inc.
Independent Bank East Michigan
IndyMac Bank, FSB (now OneWest Bank, FSB)
IndyMac MBS, Inc.
IndyMac Mortgage Holdings, Inc.
ING Bank, FSB
Investment Capital Group
Irwin Union Bank and Trust Company
Ixis Real Estate Capital Inc
Jackson Federal Bank
Just Mortgage, Inc.
Kaiser Federal Bank
Keystone Nazareth Bank & Trust Company
Kidder Peabody Mortgage Capital Corporation
Lacera
Lebank
Lehman Brothers Bank, FSB
Lehman Brothers Holdings Inc.
Lehman Capital, a division of Lehman Brothers
Holdings Inc.
Liberty Home Lending, Inc.
Liberty Savings Bank, FSB
Linden Assemblers Federal Credit Union
Litton Loan Servicing, LP
LNV Corporation
Loan Center of California
Loan Link Financial Services
Local #38 and Associates Credit Union
Lomas Mortgage USA, Inc.
Los Angeles County Employees Retirement
Association
Los Angeles Federal Savings
LPP Mortgage Ltd.
Luminent Mortgage Capital, Inc.
Lydian Private Bank
Macquarie Mortgage Funding Trust 2007-1
Macquarie Mortgages USA, Inc.
MAIA Mortgage Finance Statutory Trust
Marine Bank
Market Street Mortgage Corporation
Massachusetts Mutual Life Insurance Co.
Matrix Capital Bank
MB Financial Bank N.A.
Medway Savings Bank
Mellon Bank
Mellon/McMahon Real Estate Advisors Inc.
Merck Sharp & Dohme Federal Credit Union
Mercury Mortgage Finance Statutory Trust
Meridian Mortgage Corporation
Merrill Lynch Bank & Co.
Merrill Lynch Hunton Paige
Merrill Lynch Mortgage Capital Inc.
Merrill Lynch Mortgage Holdings, Inc.
Merrill Lynch Mortgage Investors, Inc.
Merrill Lynch Mortgage Lending, Inc.
Metlife Bank, N.A.
Metrocities Mortgage Corp., LLC
Metropolitan Life Insurance Company
Mid America Bank, FSB
MidFirst Bank
Midland Financial Savings and Loan Association
Mint I, LLC
Mint II, LLC

Money Bank Investment Corporation	Principal Bank
Monterey I Holdings	Principal Mutual Life Insurance Company
Morgan Stanley Capital I Inc.	Private Capital Group
Morgan Stanley Mortgage Capital Inc.	Quaker City Bank
Morgan Stanley Mortgage Loan Trust 2005-3AR	Quicken Loans Inc.
Mortgage Asset Securitization Transactions, Inc.	RBS Citizens, National Association
Mortgage Asset Securitization Trust	Real Time Resolutions, Inc.
Mortgage Interest Networking Trust II	Real Time Solutions
Mortgage Investors Corporation	Realty Mortgage Corporation
MortgageIT Holdings Inc.	Redlands Federal Bank, FSB
MortgageIT Securities Corp.	Redwood Trust, Inc.
MortgageIT Trust 2005-4	Reliance Federal Credit Union
MortgageIT, Inc	Residential Mortgage Assistance Enterprise, LLC
MRF 3 LLC	Resolution Capital Advisors, LLC
Mrit Securities Corporation	Ridgewood Savings Bank
Mutual Savings & Loan Association of Charlotte, N.C.	Riggs Bank N.A.
Mutual Savings Bank	Rochester Community Savings Bank
National Bank of Commerce	Roosevelt Management Company, LLC
NETBANK	RWT Holdings, Inc.
Network Funding L.P.	Ryland Acceptance Corporation Four
Neuwest Equity Partners	SACO I Trust 2005-GP1
New Century Mortgage Securities, Inc.	SACO I Trust 2006-8
New Cumberland Federal Credit Union	Salomon Brothers Realty Corp.
New Penn Financial, LLC	Saxon Mortgage Funding Corporation
New York Life Insurance and Annuity Corporation	Sea Breeze Financial Services, Inc.
New York Life Insurance Company	Sebring Capital
Nomura Asset Acceptance Corporation	Secured Bankers Mortgage Company
Nomura Credit & Capital, Inc.	Security National
Nomura Home Equity Loan, Inc.	Security Pacific National Bank
North Jersey Federal Credit Union, Inc.	Select Portfolio Servicing Inc.
Northwest Funding, Inc.	Sequoia Funding Trust
Northwestern National Bank of Minneapolis	Sequoia Residential Funding, Inc.
Norwest Bank Minnesota, National Association	Shearson Lehman Government Securities, Inc.
Norwest Mortgage, Inc.	Shellpoint Mortgage LLC
Ocwen Federal Bank FSB	Sierra Pacific Mortgage, Inc
Ocwen Loan Servicing, LLC	Silver State Financial Services, Inc.
Ohio Savings Bank	Silvergate Bank
Opteum Financial Services, LLC	Skyline Financial Corp.
Option One Mortgage Corporation	SMFC Funding Corporation
Paine Webber Real Estate Securities Inc.	SN Servicing Corporation
Parkside Lending, LLC	SNBOA, LLC
Parkvale Savings Bank	Southbank
Paul Financial, LLC	Southern Pacific Thrift and Loan Association
People Savings Bank, Inc., SSB	SouthStar Funding, LLC
Peoples Heritage Savings Bank	Southwest Savings and Loan Association
PHH Mortgage	Sovereign Bank, FSB
Philadelphia Federal Credit Union	Specialized Loan Servicing LLC
Pinnacle Capital Mortgage Corporation	St. Paul Federal Bank for Savings
Pinnacle Financial Corporation	Stanwich Mortgage Acquisition Company, LLC
Plaza Home Mortgage, Inc.	Sterling Savings Bank
PMC Bancorp	Steward Financial, Inc.
PNC Bank, N.A.	Stonebridge Bank
PNC Mortgage Securities Corp.	Structured Asset Mortgage Investments II Inc.
Pomona First Federal Bank and Trust	Structured Asset Mortgage Investments, Inc.
Principal Asset Markets, Inc.	Structured Asset Securities Corporation
	Structured Mortgage Investments II Inc.

Summit Savings & Loan Association
Suntrust Asset Funding, LLC
Superior Bank
Susquehanna Bank
Syncora Guarantee Inc.
Taylor, Bean Whitaker
TCF National Bank
TCIF, LLC
TeleBank
Terwin Advisors LLC
Terwin Mortgage Trust 2006-6
Terwin Securitization LLC
The Canada Trust Company
The Chase Manhattan Bank
The First Boston Corporation
The First National Bank of Glens Falls
The Frost National Bank
The Mortgage Store Financial, Inc.
The New York Mortgage Company, LLC
The Travelers Indemnity Company
The Winter Group
Treasury Bank, N.A.
Tri Counties Bank
Tri Country Area Federal Credit Union
Truman Capital Securitization LLC
UBS Real Estate Securities Inc.
UBS Warburg Real Estate Securities Inc.
UBS Warburg, LLC
United Capital Mortgage, LLC
United Federal Savings Bank
United Financial Mortgage Corporation
United Savings Association of Texas, FSB
Unity Bank
Universal Master Servicing, LLC
US Bank Home Mortgage
USAA Federal Savings Bank
Valley Independent Bank
Vermont Mortgage Group, Inc.
Wachovia Bank, National Association
Wachovia Mortgage Corporation
Walter Mortgage Company
Washington Mutual Bank
Washington Mutual Mortgage Securities Corp.
Webster Bank
Western Financial Savings Bank, FSB
WestStar Mortgage, Inc.
Wilshire Credit Corporation
Winter Group
Witmer Funding LLC
WMCC Clayton / Washington Mutual Bank
WMD Capital Markets, LLC

Utilities

Abovenet Communications Inc.
AT&T
AT&T Mobility

Center Point Energy
CenturyLink
Cisco Systems Capital Corporation
City of Eden Prairie
Comcast
Dish Network
Genesys Conferencing
Global Capacity Group Inc.
IEX Corporation
Inova Solutions
Intercall
Intervoice Inc.
Level 3 Communications LLC
MediaCom
Micro-Tel Center
MidAmerican Energy
Sprint
Time Warner Cable
Time Warner Telecom
Verizon
Verizon Business
Verizon California
Verizon Wireless
Waste Management
Waterloo Water Works
Xcel Energy

Consolidated Top 50 Creditors

Aegis Usa Inc.
Alan Gardner
Allstate Insurance
Ambac Assurance Corp
Assured Guaranty Corp.
BNYMellon
Boilermaker Blacksmith National Pension Trust
Brian Kessler, et al
Cambridge Place Investment Management Inc.
Credstar
Deutsche Bank AG, New York
Deutsche Bank Trust Company Americas
Don E. Diane M. Patterson
Donna Moore
Emortgage Logic
Federal Home Loan Bank of Boston
Federal Home Loan Bank of Chicago
Federal Home Loan Bank of Indianapolis
Federal Housing Finance Agency
Financial Guaranty Insurance Co.
Huntington Bancshares Inc.
Indecomm Global Services
Iowa Public Employees Retirement System
Lehman Brothers Holdings, Inc.
Loan Value Group
Massachusetts Mutual Life Insurance Company
MBIA, Inc.
Midwest Operating Engineers Pension Trust Fund

National Credit Union Administration Board
New Jersey Carpenters Health Fund
New Jersey Carpenters Vacation Fund
Orange County Employees Retirement System
Police and Fire Retirement System of the City of
Detroit
Sealink Funding Limited
Steven And Ruth Mitchell
Stichting Pensioenfonds ABP
The Charles Schwab Corporation
The Union Central Life Insurance Company
Thrivent Financial for Lutherans
Tiffany Smith
US Bank
Wells Fargo & Company
Wells Fargo Bank N.A.
West Virginia Investment Management Board
Western & Southern

Members of the Creditors' Committee

Allstate Life Insurance Company
AIG Asset Management (U.S.), LLC
The Bank of New York Mellon Trust Company, N.A.
Deutsche Bank Trust Company Americas
Drennen, Rowena L.
Financial Guaranty Insurance Company
MBIA Insurance Corporation

U.S. Bank National Association
Wilmington Trust, N.A.

Rule 2004 Motion Parties

AlixPartners
Cerberus Capital Management, L.P.
Cerberus FIM Investors LLC
Cerberus FIM, LLC
FIM Holdings LLC
General Motors Company
Gibbs & Bruns, LLP
GMAC Bank
GMAC Commercial Finance, LLC
GMAC LLC
GMAC Mortgage Group, LLC
Houlihan Lokey
IB Finance Holding Company, LLC
Kelly Drye & Warren LLP
Kramer Levin et al
Moelis & Company
Morrison & Foerster LLP
Morrison Cohen LLP
National Motors Bank FSB
Ropes & Gray LLP
White & Case